

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

12 Misc. 115 (JSR)

In re:

MADOFF SECURITIES

NOTICE OF MOTION TO DISMISS

PLEASE TAKE NOTICE that upon the accompanying Supplemental Memorandum of Law and all prior pleadings and proceedings herein, including in particular the BLMIS Customers' Consolidated Brief Responding to the Good Faith Issues Raised by Order of the Court Entered on June 25, 2012, 12 Misc. 115 (JSR), Dkt. No. 243, and the Consolidated Brief on Behalf of Subsequent Transferee Defendants to Good Faith Standard Issues Raised by Order of the Court Dated June 23, 2012, 12 Misc. 115 (JSR), Dkt. 242, and pursuant to paragraph 4 of the Court's June 25, 2012 Order setting a briefing schedule with respect to the "Good Faith" Standard under either 11 U.S.C. § 548(c) or 11 U.S.C. § 550(b)," Alpha Prime Fund Ltd, Senator Fund SPC, Herald Fund SPC, Kingate Global Fund, Ltd. and Kingate Euro Fund, Ltd. will move before the Honorable Jed S. Rakoff, United States District Judge,

at the United States Courthouse, 500 Pearl Street, New York, New York 10007, on October 12, 2012 at 4:00 p.m. for an order pursuant to Rule 12(b)(6) and 12(c) of the Federal Rules of Civil Procedure dismissing, pursuant to 11 U.S.C. § 548(c) all avoidance claims asserted against them under 11 U.S.C. §§ 510(c) and 548(a)(1)(A).

PLEASE TAKE FURTHER NOTICE that, pursuant to the Court's June 25, 2012 Order, answering papers, if any, must be served and filed on or before September 14, 2012 and reply papers, if any, must be filed on or before September 28, 2012.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Court's June 25, 2012 Order, notwithstanding Rule 12(g)(2) of the Federal Rules of Civil Procedure made applicable herein by Rule 7012 of the Federal Rules of Bankruptcy Procedure, this motion is without prejudice to any other defense or right of any nature available to movants (including, without limitation, all defenses based on lack of personal jurisdiction or insufficient service of process) and shall not be deemed or construed to prevent movants from making a motion under Rule 12 of the Federal Rules of Civil Procedure or Rule 7012 of the Federal Rules of Bankruptcy Procedure.

Dated: August 10, 2012
New York, New York

ANDERSON KILL & OLICK, P.C.

By: /s/ Todd E. Duffy
Todd E. Duffy
Dennis J. Nolan
Beth D. Simon

1251 Avenue of the Americas
New York, New York 10020
Tel: (212) 278-1000

*Attorneys for Alpha Prime Fund Ltd. and
Senator Fund S.p.A.*

**QUINN EMANUEL URQUHART &
SULLIVAN, LLP**

By: /s/ Robert S. Loigman
Susheel Kirpalani
Robert S. Loigman

51 Madison Avenue, 22nd Floor
New York, New York 10010
Tel: (212) 849-7000

*Counsel to Joint Liquidators of Kingate
Global Fund Ltd. and Kingate Euro Fund
Ltd.*

KIRKLAND & ELLIS LLP

By: /s/ Joseph Serino, Jr.
Jay P. Lefkowitz, P.C.
Joseph Serino, Jr.
David S. Flugman

601 Lexington Avenue
New York, New York 10022
Tel: (212) 446-4800

Attorneys for Herald Fund SPC

MORRISON & FOERSTER LLP

By: /s/ LaShann M. DeArcy
Gary S. Lee
Joel C. Haims
LaShann M. DeArcy
1290 Ave of the Americas
New York, New York 10104

Attorneys for Defendant Primeo Fund